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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MDC/RICHMOND AMERICAN HOMES FOUNDATION		A Employer identification number 84-1561013
	Number and street (or P O box number if mail is not delivered to street address) 4350 S. MONACO ST.	Room/suite	B Telephone number (see page 10 of the instructions) (303) 773-1100
	City or town, state, and ZIP code DENVER, CO 80237		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

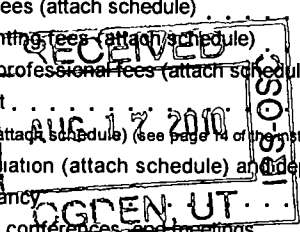
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 26,430,307

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,000,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	66,185	92,030		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	366,083			
b	Gross sales price for all assets on line 6a	3,363,024			
7	Capital gain net income (from Part IV, line 2)		359,593		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)		(1,867)		
12	Total. Add lines 1 through 11	1,432,268	449,756		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	11,500			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	(15,908)	(4,504)		
24	Total operating and administrative expenses. Add lines 13 through 23	(4,408)	(4,504)		
25	Contributions, gifts, grants paid	841,550			841,550
26	Total expenses and disbursements. Add lines 24 and 25	837,142	(4,504)		841,550
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	595,126			
b	Net investment income (if negative, enter -0-)		454,260		
c	Adjusted net income (if negative, enter -0-)				

SCANNED AUG 26 2010
Operating and Administrative Expenses



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,153	50,935	50,935
	2 Savings and temporary cash investments	19,364,115	21,174,598	21,174,598
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 1,000,000		1,000,000	1,000,000
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule)	64,416	31,776	31,776
	c Investments - corporate bonds (attach schedule).			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	6,067,889	3,821,750	4,172,998	
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,516,573	26,079,059	26,430,307	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	25,516,573	26,079,059	
	30 Total net assets or fund balances (see page 17 of the instructions)	25,516,573	26,079,059	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,516,573	26,079,059		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	25,516,573
2 Enter amount from Part I, line 27a	2	595,126
3 Other increases not included in line 2 (itemize) ▶ <u>Mark to market- Unrealized loss</u>	3	286,280
4 Add lines 1, 2, and 3	4	26,397,979
5 Decreases not included in line 2 (itemize) ▶ <u>Reversal of prior year unrealized loss</u>	5	(318,920)
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,079,059

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Galena Street- Series B	P	02/02/04	Various
b Diamond Castle Partners IV, LP	P	06/01/06	Various
c JP Morgan- Highbridge Opportunity Fund	P	10/29/08	Various
d JLF Offshore Fund	pP	VARIOUS	VARIOUS
e Black Canyon Partnership	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			16,636
b			4,777
c 2,402,709		1,996,942	405,767
d 913,794		1,000,000	(86,206)
e			18,619

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			16,636
b			4,777
c			405,767
d			(86,206)
e			18,619

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	359,593
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,223,357	26,418,000	0.0463
2007	366,317	26,837,985	0.0136
2006	1,553,274	25,979,682	0.0598
2005	1,492,708	19,447,547	0.0768
2004	353,844	14,499,710	0.0244

2 Total of line 1, column (d)	2	0.2209
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.0442
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	25,180,181
5 Multiply line 4 by line 3	5	1,112,964
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,543
7 Add lines 5 and 6	7	1,117,507
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	841,550

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	9,085
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	9,085
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,085
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a 3,795		
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,795	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	117	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Deposited via 8109 <input type="checkbox"/>	9	5,407	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	x
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1 b	x
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?	1 c	x
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ N/A (2) On foundation managers <input type="checkbox"/> \$ N/A		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ N/A		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	x
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	x
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	x
b If "Yes," has it filed a tax return on Form 990-T for this year?	4 b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	x
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	x
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	x
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> DELAWARE, COLORADO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8 b	x
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	x
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	x

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		x
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	x	

Website address **►** N/A

14 The books are in care of **►** M.D.C. HOLDINGS, INC. Telephone no **►** (303) 773-1100
 Located at **►** 4350 S. MONACO ST., DENVER, CO ZIP + 4 **►** 80237

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here **►** ☐
 and enter the amount of tax-exempt interest received or accrued during the year **►** 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> 1c		x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/> 2b	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) <input type="checkbox"/> 3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 4a		x
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/> 4b		x

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** x
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,078,032
b	Average of monthly cash balances	1b	20,485,604
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	25,563,636
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,563,636
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	383,455
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,180,181
6	Minimum investment return. Enter 5% of line 5	6	1,259,009

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,259,009
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,085
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,085
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,249,924
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,249,924
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,249,924

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	841,550
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	841,550
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,543
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	837,007

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,249,924
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			787,887	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 841,550				
a Applied to 2008, but not more than line 2a			787,887	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				53,663
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				1,196,261
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling **N/A**

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

M.D.C. HOLDINGS, INC.

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

CHRISTOPHER M. ANDERSON/ 4350 S. MONACO ST., DENVER, CO 80237/ (303) 773-1100

b The form in which applications should be submitted and information and materials they should include

NO PRE-STATEMENT FORM

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE

JSA

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED				
Total. ► 3a				841,550
b <i>Approved for future payment</i>				
National Homeland Defense Foundation	N/A	Public Charity	To provide financial assistance to families of the armed services	169,000
American Transplant Foundation	N/A	501(C)(3)	To provide individual awareness and participation in organ donation programs	8,500
Total. ► 3b				177,500

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a N/A						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)						
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash			x
(2) Other assets			x
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization			x
(2) Purchases of assets from a noncharitable exempt organization			x
(3) Rental of facilities, equipment, or other assets			x
(4) Reimbursement arrangements			x
(5) Loans or loan guarantees			x
(6) Performance of services or membership or fundraising solicitations			x
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	x
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

CHRISTOPHER M. ANDERSON

Signature of officer or trustee

Date _____

VICE PRESIDENT

Title

**Paid
Preparer's
Use Only**

Preparer's signature 

Date _____

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶

Phone no

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

MDC/RICHMOND AMERICAN HOMES FOUNDATION

84-1561013

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

MDC/RICHMOND AMERICAN HOMES FOUNDATION

Employer identification number

84-1561013

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	M.D.C. HOLDINGS, INC. 4350 S. MONACO ST. DENVER, CO 80237	\$ 1,000,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

MDC/RICHMOND AMERICAN HOMES FOUNDATION

Employer identification number

84-1561013

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

MDC/RICHMOND AMERICAN HOMES FOUNDATION

Employer identification number

84-1561013

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF

Part VIII, Question 1

<u>Name and Address</u>	<u>Title, & Average Hours per Week</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit & Deferred Compensation Plans</u>	<u>Expense Acct. & Other Allowances</u>
Larry A Mizel 4350 S. Monaco Street Denver, CO 80237	Chairman, CEO and Assistant Secretary, Trustee 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
Joseph H. Fretz 4350 S. Monaco Street Denver, CO 80237	Secretary 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
John J. Heaney 4350 S. Monaco Street Denver, CO 80237	Vice President and Treasurer 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
Steven J. Borick 4350 S. Monaco Street Denver, CO 80237	Trustee 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
David D. Mandarich 4350 S Monaco Street Denver, CO 80237	President & Trustee 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
Christopher M Anderson 4350 S. Monaco Street Denver, CO 80237	Vice President 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
Michael Touff 4350 S. Monaco Street Denver, CO 80237	Vice President 0-5 Hours per Week	\$0.00	\$0.00	\$0.00
Gilbert Goldstein 4350 S. Monaco Street Denver, CO 80237	Trustee 0-5 Hours per Week	\$0.00	\$0.00	\$0.00

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time to File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	MDC/RICHMOND AMERICAN HOMES FOUNDATION	84-1561013
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	4350 S. MONACO ST.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DENVER, CO 80237	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ M.D.C. HOLDINGS, INC.

Telephone No ▶ 303-804-7736FAX No ▶ 720-977-4327

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning , , and ending ,

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	1,368
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	3,795
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number 84-1561013
	Number, street, and room or suite no. If a P O box, see instructions	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No ☐ FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until _____
- 5 For calendar year _____, or other tax year beginning _____, and ending _____
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title ☐ VICE PRESIDENT

Date ☐ 05/10/10

Form 8868 (Rev 4-2009)

Form 990-PF
Part XV, Item 3(a)

Recipient	If recipient is an individual, relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Jewish National Fund 42 East 69th Street New York, NY 10021	N/A	501(c)(3)	To help the Arava Institute of Environmental Studies (Israel) complete the construction of the Norman Brownstein student dormitories	100,000
Bessie's Hope (Formerly Rainbow Bridge) 1761 Ogden Street Denver, CO 80218	N/A	501(c)(3)	To enhance the quality of life for nursing home/ assisted living elders and bring generations together in mutually rewarding relationships	5,000
The Kempe Foundation 13123 E 16TH AVE , Aurora, CO 80045	N/A	501(c)(3)	To provide training, education and consultation programs to prevent and treat child abuse and neglect in Colorado and throughout the nation	1,000
Porter Hospice Foundation 7995 East Prentice Ave, Suite 204 Greenwood Village, CO 80111	N/A	501(c)(3)	To provide financial support to Porter Hospice and help to facilitate and improve end-of-life care for people of its community	5,000
The Children's Hospital Foundation 1245 E Colfax Ave , Suite 400 Denver, CO 80218	N/A	501(c)(3)	For the benefit of children with illnesses	15,000
American Cancer Society (Philadelphia) 1626 Locust Street Philadelphia, PA 19103	N/A	501(c)(3)	For support of cancer research	8,300
Denver Public Schools Foundation 900 Grant Street, Suite 503 Denver, CO 80203	N/A	501(c)(3)	To raise and manage funds, make strategic program investments, and serve as community leaders so that all children have the opportunity to succeed	10,000
Seeds of Peace 370 Lexington Ave , Suite 2103 New York, NY 10017	N/A	501(c)(3)	To support efforts to empower young leaders from regions of conflict with leadership skills required to advance reconciliation and coexistence	5,000
Cancer League of Colorado 8453 E Fox Hill Pl Englewood, CO 80112-1857	N/A	501(c)(3)	For support of cancer research and patient care in Colorado	3,500
Urban Peak 730 21st Street Denver, CO 80205	N/A	501(c)(3)	To help young people overcome homelessness and other real life challenges by providing safety, respect, essential services and a supportive community, empowering them to become self-reliant adults	3,000
Cherry Creek Schools Foundation 4700 S. Yosemite, #130 Greenwood Village, CO 80111	N/A	501(c)(3)	To help increase reading skills for 2-5th graders through the Reading Together Program	5,000
Colorado Judicial Institute (Judicial Education Fund) PO Box 118 Broomfield, CO 80038-0118	N/A	501(c)(3)	To raise funds and develop programs to provide the judiciary and members of the judicial department with the highest quality continuing education	1,000
University of Colorado Law School C/O University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301	N/A	Public Charity	For support of the 29th Annual University of Colorado Law School Alumni Awards Banquet	7,500
National Guard Association of Colorado (NGACO) 8948 South Revere Parkway Centennial, CO 80112-8709	N/A	501(c)(19)	For support of the 2010 Colorado Military Ball, celebrating 150 years of the Colorado National Guard	5,000
Legal Aid Foundation of Colorado 1900 Grant Street, Suite 1112 Denver, CO 80203	N/A	501(c)(3)	For the benefit of low-income individuals and families with civil legal problems	5,000
Anti-Defamation League 1120 Lincoln St., Ste 1301 Denver, CO 80203	N/A	501(c)(3)	To promote and secure justice and fair treatment for Jewish, and all people	5,000
Alliance for Choice in Education 1201 E Colfax Ave, Suite 302 Denver, CO 80218	N/A	501(c)(3)	To provide Colorado's low-income families access to quality K-12 education through scholarships	10,000
Council on Foreign Relations 58 East 68th Street New York, NY 10065	N/A	501(c)(3)	To help raise the level of foreign policy awareness by offering timely, unbiased, and in-depth coverage of U S foreign policy and international affairs to anyone interested	45,000

Form 990-PF
Part XV, Item 3(a)

Recipient	If recipient is an individual, relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Church World Service 4130 Tejon St., Suite B Denver, CO 80211	N/A	501(c)(3)	To support the HIV/AIDS program of the Africa Initiative of Church World Service	5,000
Safehouse Denver 1649 Downing Street Denver, CO 80218	N/A	501(c)(3)	To assist women, children, and youth in reclaiming their right to a life free from domestic violence	5,000
Pave the Way Foundation 253 W 35th Street, 15th Floor New York, NY 10001-1907	N/A	501(c)(3)	To achieve peace by closing the gap in tolerance, education and the practical relations between religions, through cultural, technological, and intellectual exchanges	5,000
Fund for Armenian Relief 630 Second Avenue New York, NY 10016	N/A	501(c)(3)	To provide relief and development programs to the changing needs of the people of Armenia	250
John F. Kennedy Center for the Performing of Arts 2700 F. Street, NW Washington, DC 20566	N/A	501(c)(3)	To support the Center's efforts in fulfilling President JFK's vision by producing and presenting the greatest performers and performances from across America and around the world	1,000
Avon Walk for Breast Cancer c/o Avon Foundation 950 S. Cherry Street, Suite G-16 Denver, CO 80246	N/A	501(c)(3)	To support non-profit health programs, as well as medical research to find a cure for breast cancer	3,000
The Denver Foundation (The Denver Rubber Duck Drop) 55 Madison St., 8th floor Denver, CO 80206	N/A	501(c)(3)	To provide local public elementary schools with needed funds that will enable them to purchase classroom supplies, books, computers, and fund after-school programs	1,800
The Rocky Mountain Down Syndrome Educational Fund 3300 E. First Ave., Suite 390 Denver, CO 80206	N/A	501(c)(3)	To help underwrite essential programs through ARC of Colorado and to fund medical outreach support and education for children with Down's syndrome	7,000
Havern School 4000 S. Wadsworth Blvd Littleton, CO 80123	N/A	501(c)(3)	To provide a specialized education program for elementary and middle school students with diagnosed learning disabilities	1,000
The Cunningham Foundation c/o Noel Cunningham 1700 Humboldt Street Denver, CO 80218	N/A	501(c)(3)	To further work in involving Colorado youth in philanthropy and supporting health and education programs in Ethiopia	1,000
Colorado Neurological Institute 701 E. Hampden Ave., #330 Englewood, CO 80113	N/A	501(c)(3)	To support CNI's education, research projects, and efforts to improve the quality of care for patients struggling with neurological illnesses	18,000
Diamonds in the Rough Foundation c/o Hyde Park 3000 E. 1st Ave., Suite 243 Denver, CO 80206	N/A	501(c)(3)	To support the 11th annual Diamonds in the Rough Charity Golf Classic, which will benefit Judi's House, YouthBiz, and Children's Hospital	10,000
The Wildlife Experience 10035 S. Peoria Parker, CO 80134	N/A	501(c)(3)	To instill respect for habitat and wildlife and inspire efforts to conserve for generations to come through educational, interactive, and entertaining experiences	5,000
Angel Eyes (Formerly Colorado SIDS) 425 S. Cherry Street, Suite 890 Denver, CO 80246	N/A	501(c)(3)	To help families and others cope with the sudden, unexpected death of an infant or toddler, while raising awareness, providing education and supporting research regarding SUID, and SUDC	1,000
Opera Colorado 695 S. Colorado Blvd., Suite 20 Denver, CO 80246	N/A	501(c)(3)	To support the 2009 Gala	5,000
Sense of Security 8774 Yates Drive, Suite 330 Westminster, CO 80031	N/A	501(c)(3)	To help individuals dealing with the life-altering effects of breast cancer and its treatments meet their basic financial needs (housing, food, child care and transportation, etc.)	5,000
Autism Society of Colorado 550 S. Wadsworth Blvd., Suite 100 Lakewood, CO 80226	N/A	501(c)(3)	To improve the lives of all affected by autism	2,000
The Brent Eley Foundation	N/A	501(c)(3)	To help raise funds for the benefit of Brent's Place and our	2,500

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Part XV, Item 3(a)

Recipient	If recipient is an individual, relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
11980 E 16th Street Aurora, CO 80010			kids with cancer	
Rocky Mountain USO C/O USO PO Box 96860 Washington, DC 20090-6860	N/A	501(c)(3)	To provide morale, welfare and recreation-type services to uniformed military personnel and their families	3,000
Parkinson Association of the Rockies 1325 S Colorado Blvd, Suite 204-B Denver, CO 80222	N/A	501(c)(3)	To provide education, awareness and support to the Parkinson community	10,000
AMC Cancer Research Center 3401 Quebec Street, Suite 3200 Denver, CO 80207	N/A	501(c)(3)	To raise awareness and funds for the CU Cancer Center to support its outstanding programs in cancer care, education, research, and service to the nation	2,250
Rocky Mountain MS Center 701 E Hampden Ave, Suite 420 Englewood, CO 80113	N/A	501(c)(3)	To improve the lives of people with MS and their families through care, support, education and research	2,500
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017	N/A	501(c)(3)	To fund comprehensive and vital programs and services for people living with MS and their families in Colorado	2,500
Denver Police Officers Foundation 1331 Cherokee St Denver, CO 80204	N/A	501(c)(3)	To support Denver Law Enforcement by providing assistance to Denver police officers and their families when needs arise due to death, disability, illness, injury, or similar catastrophic circumstances	5,000
The Bridge Project (University of Denver) 2148 S High St Denver, CO 80208	N/A	501(c)(3)	To assist children living in housing-authority neighborhoods, and provide them educational services in after-school, summer and scholarship programs	10,000
Mental Health America of Colorado (Denver) 1385 S. Colorado Blvd, Suite 610 Denver, CO 80222	N/A	501(c)(3)	To promote mental health, expand access to services and transform systems of healthcare	5,000
American Transplant Foundation 410 17th Street, 22nd Floor Denver, CO 80202	N/A	501(c)(3)	To promote individual awareness and participation in organ donation programs	11,500
Men For The Cure Foundation 8201 S Interport Blvd Englewood, CO 80112	N/A	501(c)(3)	To support breast cancer research and clinical care at the Diane O'Connor Thompson Breast Cancer Center at University of Colorado Hospital	5,000
National Western Scholarship Trust C/O National Western Stock Show 4655 Humboldt St Denver, CO 80216	N/A	501(c)(3)	To assist young men and women to further their higher education in agribusiness, rural medicine or large animal veterinary medicine	750
National Homeland Defense Foundation C/O Don Addy 1259 Lake Plaza Dr, Suite 250 Colorado Springs, CO 80906	N/A	Public charity	To provide financial assistance to the families of the armed services	11,000
Volunteers of America (Colorado Branch) 2660 Larimer Street Denver, CO 80205	N/A	501(c)(3)	To support the Western Fantasy 2009, help raise funds, and help those in need rebuild their lives and reach their full potential	5,000
Jewish Family Service 3201 South Tamarac Dr Denver, CO 80231	N/A	501(c)(3)	To restore well-being to the vulnerable throughout the greater Denver community by delivering services based on Jewish values	5,000
Denver Center for the Performing Arts 1101 13th St Denver, CO 80204	N/A	501(c)(3)	For support of the "Saturday Night Alive 2009" event and the "Beatles Bash" project	11,000
The Joshua School 2303 E Dartmouth Ave Englewood, CO 80113	N/A	501(c)(3)	To help each child with autism spectrum disorder and developmental disabilities explore and foster his or her unique mind, body, and spirit	5,000
U S. Ski & Snowboarding Team Foundation 1500 Kearns Blvd. Park City, UT 84060	N/A	501(c)(3)	To support athletes in all disciplines of the U S. Ski Team and U S. Snowboarding including alpine, cross country, freestyle, jumping, as well as the U S. Adaptive Ski Team	1,500

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Recipient	If recipient is an individual, relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Families First 2163 S Yosemite Street Denver, CO 80231	N/A	501(c)(3)	To help fund the prevention and treatment of child abuse and neglect, and support Colorado families in need	5,000
National Jewish Health 1400 Jackson Street, M106 Denver, CO 80206	N/A	501(c)(3)	For support of the "2009 Beaux Arts Ball" benefiting children with life-threatening asthma	12,000
The Leukemia & Lymphoma Society c/o Rocky Mountain Chapter 5353 W Dartmouth Ave., Suite 400 Denver, CO 80227	N/A	501(c)(3)	To cure leukemia, lymphoma, Hodgkin's disease and myeloma and to improve the quality of life of patients and their families	5,000
Beacon Youth and Family Center 333 W. Hampden Ave., Suite 305 Englewood, CO 80110	N/A	501(c)(3)	To work together, to build happier, healthier lives for at-risk youth and their families	5,000
The Denver Post- Season To Share (a McCormick Foundation fund) 101 W Colfax Ave Denver, CO 80202	N/A	501(c)(3)	For support of local nonprofit agencies focusing on serving children, the homeless, the hungry and those in need of medical care	100,000
The Play for the Kids Foundation 4614 S Ivory Circle Aurora, CO 80015	N/A	501(c)(3)	To raise funds for the benefit of disadvantaged kids through adult sports tournaments	200
The Muscular Dystrophy Association 8101 E Prentice Ave., Suite 815 Englewood, CO 80111	N/A	501(c)(3)	To help raise funds and find treatments and a cure for neuromuscular diseases	2,000
Alzheimer's Women's Auxiliary for Research and Education (AWARE) c/o Alzheimer Association of Colorado 455 Sherman Street, Suite 500 Denver, CO 80203	N/A	501(c)(3)	To raise fund and support research to find new treatments and a cure to this fatal disease	3,000
Concerts for Kids 1616 17th Street, Suite 462 Denver, CO 80202	N/A	501(c)(3)	To support National Guard and Military Reserve families	2,500
Children's Diabetes Foundation 777 Grant Street, Suite 302 Denver, CO 80203	N/A	501(c)(3)	To enrich the lives of children by providing access to the best healthcare and education available	10,000
Boys Scouts of America (Denver Area Council) 10455 W 8th Avenue, Suite 100 Denver, CO 80215	N/A	501(c)(3)	To prepare young people to make ethical and moral choices over their lifetimes by instilling in them the values of the Scout Oath and Law	5,000
Latin American Education Foundation (LAEF) 561 Santa Fe Drive Denver, CO 80204	N/A	501(c)(3)	To provide access to higher education for Hispanics throughout Colorado	3,000
Independence Institute 13852 Denver West Parkway, Suite 400 Golden, CO 80401	N/A	501(c)(3)	To support the Institute by sponsoring a table at the 25th Annual Founders' Night	5,000
Manhattan Charter School 100 Attorney Street New York, NY 10002	N/A	501(c)(3)	To produce high achievements results for New York City public school students through rigorous, standards driven instruction and a culture of high expectations	20,000
Fidelity Investments Charitable Gift Fund 100 Crosby Parkway Mailzone KC1D-FCS Covington, KY 41015-0325	N/A	501(c)(3)	To establish a donor-advised fund program that recommends funds to be distributed to qualified nonprofit organizations	250,000
Total 2009 Contributions				841,550

Part II, Question 10b

Shares held by Foundation

	01/01/09	12/31/09	12/31/09
	Beginning of Year Book Value	End of Year Book Value	End of Year FMV
Citigroup	64,416	31,776	31,776
	64,416	31,776	31,776

Part II, Question 13

Shares held by Foundation

	01/01/09	12/31/09	12/31/09
	Beginning of Year Book Value	End of Year Book Value	End of Year FMV
Black Canyon/Galena/Harvest/Platte Diamond/Lanx/Hovde/Highbndge	6,067,889	3,821,750	4,172,998
	6,067,889	3,821,750	4,172,998

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	Column (a)	Column (b)
<u>Part I, Line 11</u>		
Other Income		
Partnership Loss	0	(1,867)
Total	<u>0</u>	<u>(1,867)</u>
<u>Part I, Line 18</u>		
Taxes.		
Estimated Federal Taxes	11,500	0
<u>Part I, Line 23</u>		
Other Expenses:		
Partnership Deductions	0	11,404
Investment Expense	(20,000)	(20,000)
Licenses & Fees	60	60
Public Relations	407	407
Bank Service Charges	3,624	3,624
Total	<u>(15,908)</u>	<u>(4,504)</u>